



Nomination Committee Charter

Danske Bank A/S
January 2026

Danske Bank



<p>1 Scope</p> <p>1.1 This Charter lays down the responsibilities of the Nomination Committee of Danske Bank A/S and is to be read in conjunction with the Rules of Procedure for the Board of Directors ("Board") and the Executive Leadership Team ("ELT").</p>	<p>3.3 The Company Secretariat shall prepare the agenda under the supervision of the Committee Chairman.</p> <p>3.4 The Nomination Committee follows the quorum and resolution requirements of the Board.</p>	<p>pursuant to section 64(1) of the Danish Financial Business Act,</p> <p>(e) whether the individual board members are fit and proper, including an assessment of whether the members of the Board are individually suitable, and</p> <p>(f) whether the Board members collectively possess adequate knowledge, skills and experience to be able to understand Danske Bank's activities and risks, including an assessment of whether the Board members are collectively suitable.</p>
<p>1.2 The Nomination Committee works as a preparatory committee for the Board with respect to nomination of candidates to the Board and the ELT, evaluation of the composition and structure of the Board and the ELT, succession planning and diversity.</p>	<p>4 Objective and tasks of the Nomination Committee</p> <p>4.1 Evaluation of the Board and the ELT</p> <p>4.1.1 The Nomination Committee regularly assesses the relevant competencies of the Board with reference to the Danish Financial Supervisory Authority's guidelines as applicable from time to time.</p>	<p>4.1.3 The Nomination Committee describes the qualifications which the Board members must have as a collegial body and assesses the expertise, professional knowledge and experience represented on the Board.</p>
<p>2 Members</p> <p>2.1 The Nomination Committee consists of no less than three members of whom one is the Chairman of the Board.</p> <p>2.2 The Nomination Committee shall be chaired by an independent member, as defined in the EBA Guidelines on internal Governance, who is appointed by the Board. At least half of the members of the Nomination Committee should qualify as independent.</p> <p>2.3 The members of the Nomination Committee shall have, individually and collectively, appropriate knowledge, skills and expertise in relation to the selection process and suitability requirements enabling the Nomination Committee to perform the tasks set out in section Error! Reference source not found. of t his Charter.</p>	<p>4.1.2 The Nomination Committee shall on an ongoing basis if required by law and at least annually present a recommendation to the Board which outlines:</p> <p>(a) whether there are areas in which the competencies and knowledge of the Board and its members should be upgraded,</p> <p>(b) whether the Board is composed in such a way that it can perform its overall and strategic management duties, ensure proper organisation of the Bank and perform its supervisory duties and whether the board members collectively possess adequate knowledge, skills and experience to be able to understand Danske Bank's activities and risks, including an assessment of whether the members of the Board are collectively suitable,</p> <p>(c) whether the Board has the appropriate size, structure and composition to meet the requirements of the overall business model and the activities of Danske Bank and ensure a constructive and efficient debate and decision-making process,</p> <p>(d) whether any member of the Board or the ELT or any key function holder does not exhibit the propriety required</p>	<p>4.1.4 To ensure that the Board members are individually and collectively suitable, cf. Clauses 4.1.2(e) and 4.1.2(f), the Nomination Committee shall assess and re-assess the individual and collective suitability on an ongoing basis, e.g., when a Board member resigns and when material changes to the composition of the Board or Danske Bank's business strategy occur.</p> <p>4.1.5 The Nomination Committee shall conduct an annual evaluation of the performance and achievements of the Board collectively, the individual members, the Chairman of the as well as the collaboration with the ELT and report to the Board on the outcome of the evaluation. External assistance should be obtained at least every third year.</p> <p>4.1.6 The evaluation procedure, as well as the overall conclusions, shall be described in the management commentary, on Danske Bank's website and at the annual general meeting.</p>
<p>3 Meetings</p> <p>3.1 Meetings are held as often as the Committee Chairman considers necessary subject to a minimum of two meetings annually. Any Committee member can request a meeting.</p> <p>3.2 The Committee may decide to invite ELT members, employees and other subject matter experts when deemed relevant.</p>		

4.1.7	The Nomination Committee regularly assesses the composition, professional knowledge and experience of the ELT as well as developments and risks and the performance of its duties and makes recommendations to the Board on the potential need for changes to the structure and composition of the ELT in light of Danske Bank's strategy.	iii. position specifications reflecting and detailing the key selection criteria, iv. potential proposals presented by relevant persons, including shareholders and members of the Board, and v. the diversity of the Board, including experience, gender and age.		experience and diversity in the ELT. This succession planning includes considering and making recommendations to the Board on the overview of management structures, including the ELT members' statement of role and responsibility.
4.2	New appointments, re-appointments and replacements	4.2.4	The Nomination Committee is responsible for assessing and documenting that the Chairman of the Board possesses the sufficient personal competencies to lead the work in the Board and to ensure that the Board's supervisory duties are performed effectively.	4.4 Diversity
4.2.1	The Nomination Committee shall monitor the effectiveness of the provisions on suitability in the Group internal governance policy and shall recommend changes to said provision where appropriate.			4.4.1 The Nomination Committee shall prepare a diversity, equity and inclusion policy, including a policy statement on how to achieve such targets.
4.2.2	The Nomination Committee shall ensure that each member of the Board and the ELT undergo an assessment prior to their appointment, which shall include (i) their professional standing and reputation, (ii) their professional knowledge, skills and experience, (iii) their personal qualities such as honesty, integrity and independence, and (iv) whether they are able to commit sufficient time to perform their duties.	4.2.5	The Nomination Committee identifies and recommends candidates for the position of Chief Executive Officer. The Nomination Committee furthermore recommends candidates to the ELT based on a plan, which shall be prepared and executed in consultation with the Chief Executive Officer. The Nomination Committee shall in this regard consider among other things: (a) the skills, knowledge and experience required for the respective position; and (b) the diversity of the ELT, including the need for changes and diversity in relation to i.a. international experience, education, gender and age.	4.4.2 The Nomination Committee shall set targets for the share of the underrepresented gender on the Board, the ELT and at least employees with managerial responsibility reporting directly to the ELT.
4.2.3	The Nomination Committee leads the process for appointment of new Board members and the re-appointment of existing Board members by the general meeting. As part hereof the Nomination Committee: (a) annually proposes a competency profile and a competency mapping for the Board, (b) prepares key selection criteria and the time commitment required for the role, and (c) identifies and recommends nomination of candidates to the Board and replacement of Board members to the Board, while considering among other things: i. plans for the future composition of the Board, to the extent such plans are in place, ii. the competency profile,			4.5 Training 4.5.1 The Nomination Committee shall propose initiatives with respect to and oversee relevant training of the Board.
		4.3 Succession planning		4.6 Decision-making in the Board of Directors
		4.3.1 The Nomination Committee shall ensure that policies and plans are in place with regard to succession planning for the ELT, including the Chief Executive Officer as well as level 2 executives and key function holders. The Nomination Committee shall in this respect also consider the size of the ELT.		4.6.1 The Nomination Committee shall periodically ensure that the Board's decision-making is not dominated by any one individual or small group of individuals in a manner that is detrimental to the interests of Danske Bank as a whole.
		4.3.2 The Nomination Committee shall as part of the succession planning process make recommendations to the Board's succession planning and talent management, in order to achieve and maintain an appropriate balance of skills, knowledge,		4.7 Subsidiaries 4.7.1 The Nomination Committee shall undertake the task as nomination committee for subsidiaries of Danske Bank provided that for such subsidiary (i) a nomination committee is required by law or follows from applicable corporate governance recommendations and (ii) the board of the subsidiary has not already appointed a separate nomination committee.
				4.7.2 The Nomination Committee shall on group level monitor the composition, tasks and general competences of other

nomination committees, if any, within Danske Bank and ensure a constructive dialogue and cooperation. This shall be based on reports received by the Nomination Committee from subsidiaries.

- 4.7.3 The Board shall approve any appointment of chairmen of the board of directors of any material subsidiary of Danske Bank (as defined in the Group internal governance policy). As regards appointments of chairman to the board of directors of Northern Bank Limited, the Nomination Committee shall interview the candidate as part of the Board's approval process prior to appointment.

Approved by the Board of Directors of Danske Bank A/S on [5 December 2025] and effective as of 1 January 2026.

